

COHEN ABRAHAM
Form 4
June 07, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COHEN ABRAHAM

(Last) (First) (Middle)

CHUGAI PHARMA, USA, 444
MADISON AVENUE

(Street)

NEW YORK, NY 10122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VASOMEDICAL INC [VASO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/01/2006		P		193,000	A	\$ 0.1161
							790,254
Common Stock	05/24/2006		P		100,000	A	\$ 0.1799
							597,254
Common Stock	05/23/2006		P		129,000	A	\$ 0.1877
							497,254
Common Stock	05/22/2006		P		38,076	A	\$ 0.16
							368,254
Common Stock	05/19/2006		P		40,178	A	\$ 0.1566
							330,178

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
1999 Stock Option Plan	\$ 0.95	10/28/2004		A		25,000		<u>(1)</u>	10/27/2014	Common Stock	25,000
1999 Stock Option Plan, as amended Right to Buy	\$ 1.04	09/21/2004		A		385,000		09/21/2004	09/20/2009	Common Stock	385,000
1999 Stock Option Plan, as amended Right to Buy	\$ 1.31	02/20/2004		A		25,000		<u>(2)</u>	10/29/2013	Common Stock	25,000
1999 Stock Option Plan, as amended Right to Buy	\$ 1	12/18/2002		A		15,000		<u>(2)</u>	12/17/2012	Common Stock	15,000
1999 Stock Option Plan, as amended	\$ 3.13	10/10/2001		A		15,000		<u>(2)</u>	10/09/2011	Common Stock	15,000

Right to Buy									
1999 Stock Option Plan, as amended	\$ 3.875	10/11/2000	A	15,000	(2)	10/10/2010	Common Stock	15,000	
Right to Buy									
1997 Stock Option Plan, as amended	\$ 0.875	01/05/1999	A	40,000	01/05/1999	01/04/2009	Common Stock	40,000	
Right to Buy									
Outside Directors Stock Option Plan	\$ 1.77	06/01/1997	A	5,650	05/31/1998	05/31/2007	Common Stock	5,650	
Right to Buy									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN ABRAHAM CHUGAI PHARMA, USA 444 MADISON AVENUE NEW YORK, NY 10122	X			

Signatures

/s/ Abraham E. Cohen
06/07/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Directors' annual fee.
- (2) Options vest in three equal annual installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.